

CitizenAudit.org

EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

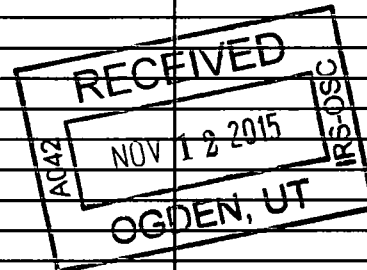
Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation BROOKE FAMILY FOUNDATION		A Employer identification number 27-0373823
Number and street (or P.O. box number if mail is not delivered to street address) 4325 ALTAMONT ROAD	Room/suite	B Telephone number 205-987-5612
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35213		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,357,624.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,800.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		49,248.	49,248.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<134,775.>			
b Gross sales price for all assets on line 6a		1,053,583.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<81,727.>	49,248.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		3,800.	1,900.		1,900.
c Other professional fees STMT 3		25,228.	25,228.		0.
17 Interest					
18 Taxes STMT 4		664.	664.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		29,692.	27,792.		1,900.
25 Contributions, gifts, grants paid		800,000.			800,000.
26 Total expenses and disbursements. Add lines 24 and 25		829,692.	27,792.		801,900.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<911,419.>			
b Net investment income (if negative, enter -0-)			21,456.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED NOV 16 2015

623

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		83,699.	62,656.	62,656.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 5	1,272,173.	1,030,485.	1,463,530.	
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 6	2,500,292.	1,851,624.	831,438.	
14		Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,856,164.	2,944,765.	2,357,624.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	3,856,164.	2,944,765.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances	3,856,164.	2,944,765.			
31	Total liabilities and net assets/fund balances	3,856,164.	2,944,765.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,856,164.
2	Enter amount from Part I, line 27a	2	<911,419.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	20.
4	Add lines 1, 2, and 3	4	2,944,765.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,944,765.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,053,583.		1,188,358.	<134,775.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<134,775.>

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<134,775.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	840,843.	3,312,079.	.253872
2012	770,314.	3,962,650.	.194394
2011	491,950.	4,956,075.	.099262
2010	1,402,733.	6,539,192.	.214512
2009	2,932.	5,980,517.	.000490

2 Total of line 1, column (d)	2	.762530
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.152506
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,890,021.
5 Multiply line 4 by line 3	5	440,746.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	215.
7 Add lines 5 and 6	7	440,961.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	801,900.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	215.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	215.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	215.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,872.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,872.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,657.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 2,657. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ WILLIAM W. BROOKE Telephone no. ▶ 205-987-5612 Located at ▶ 2100 THIRD AVENUE NORTH, SUITE 600, BIRMINGHAM, AL ZIP+4 ▶ 35203			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶		Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? N/A	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM W. BROOKE, SR. 4325 ALTAMONT ROAD BIRMINGHAM, AL 35213	DIRECTOR 0.00	0.	0.	0.
MARGARET W. BROOKE 4325 ALTAMONT ROAD BIRMINGHAM, AL 35213	DIRECTOR 0.00	0.	0.	0.
WILLIAM W. BROOKE, JR. 4325 ALTAMONT ROAD BIRMINGHAM, AL 35213	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2014)

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,820,689.
b	Average of monthly cash balances	1b	240,266.
c	Fair market value of all other assets	1c	873,076.
d	Total (add lines 1a, b, and c)	1d	2,934,031.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,934,031.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,010.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,890,021.
6	Minimum investment return. Enter 5% of line 5	6	144,501.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	144,501.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	215.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	215.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	144,286.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	144,286.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	144,286.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	801,900.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	801,900.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	215.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	801,685.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				144,286.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	788,861.			
c From 2011	244,813.			
d From 2012	573,519.			
e From 2013	675,863.			
f Total of lines 3a through e	2,283,056.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	801,900.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				144,286.
e Remaining amount distributed out of corpus	657,614.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	2,940,670.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	2,940,670.			
10 Analysis of line 9:				
a Excess from 2010	788,861.			
b Excess from 2011	244,813.			
c Excess from 2012	573,519.			
d Excess from 2013	675,863.			
e Excess from 2014	657,614.			

N/A

	4942(i)(3) or		4942(i)(5)
--	---------------	--	------------

(4) Gross investment income

[illegible]

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BIRMINGHAM BOTANNICAL GARDENS 2612 LANE PARK RD BIRMINGHAM, AL 35223	NONE		CONTRIBUTION	75,000.
CHILDREN'S HARBOR 1 OUR CHILDREN'S HIGHWAY ALEXANDER CITY, AL 35010	NONE		CONTRIBUTION	20,000.
CHURCH RESOURCE MINISTRIES 1240 NORTH LAKEVIEW AVENUE, SUITE 120 ANAHEIM, CA 92807-1847	NONE		CONTRIBUTION	500,000.
ROTARY CLUB OF BIRMINGHAM FOUNDATION 2019 4TH AVE N #200 BIRMINGHAM, AL 35203	NONE		CONTRIBUTION	20,000.
UNITED WAY OF CENTRAL ALABAMA, INC. 3600 8TH AVENUE SOUTH BIRMINGHAM, AL 35232-0189	NONE		CONTRIBUTION	150,000.
Total	SEE CONTINUATION SHEET(S)			800,000.
b Approved for future payment				
NONE				
Total				0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date

11/5/2015 DIRECTOR

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	WILLIAM DOW	<i>William A Dow</i>	11/3/15		P00364408
	Firm's name ► WARREN AVERETT, LLC			Firm's EIN ► 45-4084437	
	Firm's address ► 2500 ACTON ROAD BIRMINGHAM, AL 35243			Phone no. (205) 979-4100	

Form 990-PF (2014)

BROOKE FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
27-0373823 PAGE 1 OF 6**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3M COMPANY		P	08/08/11	12/05/14
b ABBOT LABS		P	08/08/11	12/05/14
c ABBVIE INC SHS		P	08/08/11	12/05/14
d ACE LIMITED		P	10/10/11	12/05/14
e AMER EXPRESS COMPANY		P	08/08/11	12/05/14
f AMERICAN TOWER REIT INC		P	01/25/13	12/05/14
g AT&T INC		P	VARIOUS	02/03/14
h BHP BILLITON LTD ADR		P	08/08/11	VARIOUS
i CHEVRON CORP		P	08/08/11	12/05/14
j CHUBB CORP		P	08/08/11	12/05/14
k CITIGROUP INC COM NEW		P	03/14/13	12/05/14
l COCA COLA COM		P	08/08/11	VARIOUS
m COMCAST CRP NEW CL A SPL		P	08/08/11	12/05/14
n CONOCOPHILLIPS		P	08/08/11	12/05/14
o DEERE CO		P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,950.		3,950.	4,000.
b 2,765.		1,431.	1,334.
c 4,329.		1,577.	2,752.
d 5,103.		2,728.	2,375.
e 5,179.		2,573.	2,606.
f 2,008.		1,595.	413.
g 21,547.		19,117.	2,430.
h 16,063.		19,326.	<3,263.>
i 11,518.		9,723.	1,795.
j 8,603.		4,823.	3,780.
k 11,270.		9,509.	1,761.
l 16,478.		13,441.	3,037.
m 12,954.		4,785.	8,169.
n 4,452.		3,277.	1,175.
o 31,004.		25,415.	5,589.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,000.
b			1,334.
c			2,752.
d			2,375.
e			2,606.
f			413.
g			2,430.
h			<3,263.>
i			1,795.
j			3,780.
k			1,761.
l			3,037.
m			8,169.
n			1,175.
o			5,589.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

BROOKE FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
27-0373823 PAGE 2 OF 6**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DOMINION RES INC NEW VA	P	08/08/11	VARIOUS
b	DOW CHEMICAL CO	P	08/08/11	12/05/14
c	DU PONT E I DE NEMOURS	P	08/08/11	12/05/14
d	DUKE ENERGY CORP NEW	P	02/25/13	12/05/14
e	ENBRIDGE INC COM	P	VARIOUS	VARIOUS
f	EXXON MOBIL CORP COM	P	08/08/11	12/05/14
g	FIFTH THIRD BANCORP	P	01/08/13	12/05/14
h	GENERAL MILLS	P	08/08/11	VARIOUS
i	HOME DEPOT INC	P	08/08/11	12/05/14
j	HONEYWELL INTL INC DEL	P	08/08/11	12/05/14
k	INTEL CORP	P	08/08/11	12/05/14
l	INTL BUSINESS MACHINES	P	08/08/11	VARIOUS
m	INTL PAPER CO	P	07/26/13	12/05/14
n	JOHNSON CONTROLS INC	P	08/08/11	VARIOUS
o	JPMORGAN CHASE & CO	P	08/08/11	12/05/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,728.		9,097.	4,631.
b 4,549.		2,574.	1,975.
c 13,330.		8,374.	4,956.
d 3,615.		3,128.	487.
e 27,648.		19,341.	8,307.
f 13,665.		10,569.	3,096.
g 5,845.		4,407.	1,438.
h 8,132.		5,554.	2,578.
i 16,866.		5,070.	11,796.
j 6,088.		2,846.	3,242.
k 12,562.		6,916.	5,646.
l 11,047.		11,589.	<542.>
m 5,995.		5,288.	707.
n 3,808.		2,474.	1,334.
o 20,600.		11,778.	8,822.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,631.
b			1,975.
c			4,956.
d			487.
e			8,307.
f			3,096.
g			1,438.
h			2,578.
i			11,796.
j			3,242.
k			5,646.
l			<542.>
m			707.
n			1,334.
o			8,822.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

BROOKE FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	KIMBERLY CLARK	P	VARIOUS	VARIOUS
b	KINDER MORGAN INC DEL	P	02/25/13	VARIOUS
c	MARATHON OIL CORP	P	08/08/11	12/05/14
d	MARATHON PETROLEUM CORP	P	08/08/11	12/05/14
e	MCDONALDS CORP COM	P	08/08/11	12/05/14
f	MEADWESTVACO CORP	P	VARIOUS	VARIOUS
g	METLIFE INC COM	P	07/26/13	12/05/14
h	MICROSOFT CORP	P	08/08/11	12/05/14
i	MONDELEZ INTERNATIONAL	P	04/25/13	12/05/14
j	MOTOROLA SOLUTIONS INC	P	10/08/13	12/05/14
k	NEXTERA ENERGY INC SHS	P	08/08/11	VARIOUS
l	NORTHEAST UTILITIES COM	P	08/08/11	12/05/14
m	NORTHROP GRUMMAN CORP	P	08/08/11	12/05/14
n	OCCIDENTAL PETE CORP CAL	P	08/08/11	12/05/14
o	PHILLIPS 66 SHS	P	08/08/11	12/05/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 21,819.		13,221.	8,598.
b 12,118.		13,474.	<1,356.>
c 3,103.		2,590.	513.
d 4,597.		1,694.	2,903.
e 9,253.		8,035.	1,218.
f 20,013.		12,159.	7,854.
g 9,146.		7,851.	1,295.
h 12,072.		6,277.	5,795.
i 5,744.		4,729.	1,015.
j 3,567.		3,281.	286.
k 14,298.		7,415.	6,883.
l 4,853.		3,020.	1,833.
m 9,916.		3,613.	6,303.
n 5,648.		5,594.	54.
o 2,446.		989.	1,457.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,598.
b			<1,356.>
c			513.
d			2,903.
e			1,218.
f			7,854.
g			1,295.
h			5,795.
i			1,015.
j			286.
k			6,883.
l			1,833.
m			6,303.
n			54.
o			1,457.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PRAXAIR INC		P	08/08/11	12/05/14
b PROCTER & GAMBLE CO		P	08/08/11	12/05/14
c PRUDENTIAL FINANCIAL INC		P	VARIOUS	VARIOUS
d PUB SVC ENTERPRISE GRP		P	VARIOUS	VARIOUS
e RAYTHEON CO DELAWARE NEW		P	08/08/11	12/05/14
f SCHLUMBERGER LTD		P	08/08/11	VARIOUS
g SEMPRA ENERGY		P	08/08/11	VARIOUS
h SUNTRUST BKS INC COM		P	02/25/13	12/05/14
i TORONTO DOMINION BANK		P	08/08/11	12/05/14
j TOTAL SA SP ADR		P	12/08/11	12/05/14
k TRAVELERS COS INC		P	08/08/11	VARIOUS
l UNILEVER NV NY REG SHS		P	VARIOUS	VARIOUS
m UNITED PARCEL SVC CL B		P	03/22/13	12/05/14
n UNITED TECHS CORP COM		P	08/08/11	VARIOUS
o US BANCORP (NEW)		P	08/08/11	12/05/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,598.		4,777.	1,821.
b 11,815.		8,016.	3,799.
c 14,917.		8,657.	6,260.
d 11,356.		10,945.	411.
e 11,383.		4,301.	7,082.
f 5,468.		4,815.	653.
g 5,647.		2,537.	3,110.
h 13,433.		8,904.	4,529.
i 4,391.		3,394.	997.
j 6,167.		5,712.	455.
k 27,417.		14,241.	13,176.
l 18,989.		15,772.	3,217.
m 5,987.		4,576.	1,411.
n 23,258.		16,131.	7,127.
o 8,314.		4,224.	4,090.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,821.
b			3,799.
c			6,260.
d			411.
e			7,082.
f			653.
g			3,110.
h			4,529.
i			997.
j			455.
k			13,176.
l			3,217.
m			1,411.
n			7,127.
o			4,090.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

BROOKE FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a V F CORPORATION	P	08/08/11	VARIOUS
b VERIZON COMMUNICATIONS COM	P	08/08/11	12/05/14
c WAL-MART STORES INC	P	08/08/11	VARIOUS
d WELLS FARGO & CO NEW DEL	P	08/08/11	12/05/14
e WEYERHAEUSER CO	P	08/08/11	VARIOUS
f AT&T INC	P	05/17/13	02/03/14
g CME GROUP INC	P	02/12/14	12/05/14
h DEERE CO	P	05/17/13	02/03/14
i GOLDMAN SACHS GROUP INC	P	10/22/14	12/05/14
j KROGER CO	P	10/22/14	12/05/14
k LOCKHEED MARTIN CORP	P	02/12/14	12/05/14
l MEADWESTVACO CORP	P	11/26/13	10/10/14
m MORGAN STANLEY	P	02/12/14	12/05/14
n MOTOROLA SOLUTIONS INC	P	10/08/13	02/12/14
o NEWMONT MINING CORP	P	VARIOUS	01/15/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 21,836.		8,967.	12,869.
b 12,907.		9,075.	3,832.
c 10,327.		6,545.	3,782.
d 17,202.		7,720.	9,482.
e 14,182.		7,523.	6,659.
f 965.		1,123.	<158.>
g 4,954.		4,296.	658.
h 1,700.		1,733.	<33.>
i 4,913.		4,474.	439.
j 4,752.		4,270.	482.
k 4,365.		3,654.	711.
l 397.		350.	47.
m 11,084.		8,897.	2,187.
n 657.		596.	61.
o 7,318.		12,637.	<5,319.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12,869.
b			3,832.
c			3,782.
d			9,482.
e			6,659.
f			<158.>
g			658.
h			<33.>
i			439.
j			482.
k			711.
l			47.
m			2,187.
n			61.
o			<5,319.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

BROOKE FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
27-0373823 PAGE 6 OF 6**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUB SVC ENTERPRISE GRP	P	11/26/13	01/06/14
b	QUALCOMM INC	P	02/20/14	12/05/14
c	TYCO INTL PLC SHS	P	10/22/14	12/05/14
d	UNION PACIFIC CORP	P	02/12/14	12/05/14
e	VERITIV CORP	P	07/26/13	07/10/14
f	HARBINGER CLASS PE	P	12/15/08	05/15/14
g	HARBINGER CLASS L	P	12/15/08	05/15/14
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 631.		660.	<29.>
b 5,218.		5,400.	<182.>
c 4,157.		3,902.	255.
d 5,950.		4,467.	1,483.
e 179.		182.	<3.>
f 240,394.		630,850.	<390,456.>
g 37,061.		17,818.	19,243.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<29.>
b			<182.>
c			255.
d			1,483.
e			<3.>
f			<390,456.>
g			19,243.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<134,775.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

BROOKE FAMILY FOUNDATION

27-0373823

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RAILROAD PARK FOUNDATION 1600 1ST AVENUE SOUTH BIRMINGHAM, AL 35233	NONE		CONTRIBUTION	25,000.
UNIVERSITY OF ALABAMA 739 UNIVERSITY BLVD TUSCALOOSA, AL 35487	NONE		CONTRIBUTION	10,000.
Total from continuation sheets				35,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	49,248.	0.	49,248.	49,248.	
TO PART I, LINE 4	49,248.	0.	49,248.	49,248.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,800.	1,900.		1,900.
TO FORM 990-PF, PG 1, LN 16B	3,800.	1,900.		1,900.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	25,228.	25,228.		0.
TO FORM 990-PF, PG 1, LN 16C	25,228.	25,228.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	664.	664.		0.
TO FORM 990-PF, PG 1, LN 18	664.	664.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH	1,030,485.	1,463,530.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,030,485.	1,463,530.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HARBINGER CLASS L HOLDINGS, LTD.	COST	30,117.	69,695.
HARBINGER CLASS PE HOLDINGS, LTD.	COST	1,821,507.	761,743.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,851,624.	831,438.